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ABSTRACT

This monograph, directed to trustees and board members of public colleges and universities, is intended to offer basic information about board and trustee responsibility; to highlight the principles of board and trustee membership; to help members keep themselves, the board, and their institution out of trouble; and to provide information on resources and assistance available to board members. The text addresses issues such as: why governing boards are composed of lay people rather than government officials; responsibilities of the governing board; responsibilities of individual board members or trustees; what makes an institution distinctive; how to distinguish between setting policy and managing; what a board typically expects of the chief executive; what a chief executive typically expects of the board members; what trustees must know about open-meeting laws; how a board goes about accomplishing its work; and student and faculty trusteeship. Appendixes provide sample statements of board members' responsibilities and desired qualifications; a list of suggested resources; a description of the Association of Governing Boards (AGB); and brief descriptions of programs and services offered by the AGB. (CH)

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ED 412 808

GUIDE FOR

Effective Trusteeship

BOARD MEMBERS

OF PUBLIC

COLLEGES

AND UNIVERSITIES

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TO THE EDUCATIONAL RESOURCES INFORMATION CENTER (ERIC)

Richard T. Ingram

A GUIDE FOR

BOARD MEMBERS

OF PUBLIC

COLLEGES

AND UNIVERSITIES

Effective Trusteeship

Richard T. Ingram

Made possible by a generous grant from the Ford Motor Company Fund

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Dedication

This guide is dedicated to the memory of J.L. Zwingle (1906–90), president emeritus of the Association of Governing Boards of Universities and Colleges (AGB), who served as its first staff chief executive from 1963-73.

Founded in 1921 by the members of governing boards of state universities and land grant colleges, AGB did not have a full-time staff until J.L. Zwingle was invited in 1963 to establish an office in Washington, D.C., and to lead the organization for what was to be ten years. His exceptional leadership helped to ensure that the institution of voluntary trusteeship would continue to be cultivated as a unique feature of American public and independent higher education.

Throughout the text we have sprinkled quotations from J.L. Zwingle's original Effective Trusteeship. *His wise counsel continues to weather very well, as you will see. Much has changed over recent decades, but much remains the same.*

Foreword

As one privileged to have known and worked with J.L. Zwingle during the association's formative years, I remember when his successor, Robert L. Gale, asked him to write a primer that AGB could provide to new members and to those who were newcomers to its member boards. Still in his first year of retirement, Dr. Zwingle was pleased to be asked and accepted without hesitation. He got to work immediately and within a few months produced a wonderful introduction to academic trusteeship. *Effective Trusteeship* subsequently went through one major revision and eight printings. For several thousands of higher education trustees across the nation, this was their first reading on the subject of their volunteer calling.

> *"The trustee has only one basic obligation: to exercise judgment on issues of policy without undue regard for pressures or opinions to the contrary; the trustee must then do whatever possible as a member of the corporation to see that decisions are in fact carried out."*
>
> **J.L.Z.**

Now it is time for another revision.

On behalf of your colleagues at AGB, this primer welcomes you to the sometimes perplexing, often ambiguous, and always stimulating world of academic trusteeship. Whether you are a veteran board member or a relatively new trustee—and whether you were appointed or elected—we hope you find this guide helpful.

This guide has several purposes:

- to offer you basic information about important aspects of board and trustee responsibility to help make your trusteeship more effective, more rewarding, and more enjoyable;
- to highlight some principles that will help you

understand the nature of the academy and how academic trusteeship differs from corporate and other directorships;

- to encourage you to do your part to help keep the board's house in order and keep it, yourself, and your institution out of trouble as you fulfill your public trust; and
- to contribute to your knowledge about AGB's resources should you or your board require special assistance or information along the way.

I gratefully acknowledge helpful critiques provided by Roger R. Blunt, vice chair of the Board of Regents of the University of Maryland System and chair of the AGB Board of Directors; Stanley O. Ikenberry, president emeritus of the University of Illinois; D. Bruce Johnstone, chancellor emeritus of the State University of New York; J. W. Peltason, president of the University of California; and Daniel A. Taylor, chair of the Board of Trustees of the University of Massachusetts System.

Not every reader will agree with everything written here; this booklet reflects my personal experience and viewpoint and is my sole responsibility. It is intended to stimulate thought and discussion among those who ultimately are responsible for steering the best possible course for public trusteeship and public higher education.

Were he with us today, J.L. Zwingle would be the first to cheer you on as a full and active partner with your colleague trustees and chief executive and to wish you an experience filled with accomplishment and satisfaction.

Richard T. Ingram
President, AGB

A GUIDE FOR

BOARD MEMBERS

OF PUBLIC

COLLEGES

AND UNIVERSITIES

Effective Trusteeship

Richard T. Ingram

Within the uniquely American traditions of volunteerism and philanthropy, serving as college or university trustee surely is the crown jewel of public service. As a member of a public board of higher education, you have the distinction of being only one in every 25,000 citizens privileged to serve in this volunteer capacity.

More than 80 percent of the more than 15 million part-time and full-time students are enrolled in public community and four-year colleges and universities. Most of these students attend institutions that are part of multicampus or state system structures that have relatively small boards (compared with the governing boards of independent colleges and universities, for example). Of the 50,000 higher education trustees and regents in the nation, only about 20 percent serve on the boards of public institutions or systems.

Because public colleges and universities have become so much larger and more complex than those in private higher education, and because their boards are subjected

to more intensive public scrutiny and the claims of special interest groups of all persuasions, service on a public college, university, or system board is much more demanding than it is on the board of a private institution.

Given the relatively few number of positions on public governing boards, each and every trusteeship is important. Along with the respect appropriately afforded the appointed or elected trustee comes special obligations, responsibilities, and high expectations from many sources. How trustees can cope with these expectations and the ambiguities inherent in academic trusteeship is what this guide is about.

We gain from our endeavors only what we are willing to put into them, and trusteeship is no exception. The demands on the time and energy of truly conscientious trustees have increased substantially. The same is true for presidents and chancellors. Deciding many of the issues subject to discussion in boardrooms today requires extraordinary courage on the part of governing boards, their individual members, and presidents and chancellors.

Why are governing boards composed of lay citizens instead of government officials?

Those who formed this nation fervently believed that, although the individual states should have primary responsibility to *provide for* education at all levels, they should not directly *control* education lest it become the instrument of political influence and propaganda. Furthermore, our forebears believed strongly in the principle of "checks and balances" in relationships among groups, political parties, and especially within government. As a consequence, our society recognizes that colleges and universities really belong to—are "owned" by—the people, not by government. In contrast, higher education systems in Europe and most other industrialized nations of the world are controlled by ministries of education.

Public colleges and universities in the United States are governed by surrogates of the general public—men and women who are responsible for acting on behalf of the public as their individual consciences and best judgment dictate. They are expected to cooperate with the government in power and to abide by state and federal laws and applicable regulations, of course, but

"The demise of lay governance has long been predicted and, by some, devoutly hoped for. Complaints against the system are often well founded. Yet so far no reasonable alternative has been found."

— J.L.Z.

certainly not to conduct themselves on behalf of government.

Put another way: We enjoy a form of institutional governance whereby the American people *entrust* control of their academic institutions to citizen boards rather than to their elected legislators, governors, or bureaucracies. This is the case for both constitutionally and statutorily established colleges and universities. Unfortunately, some who hold elective office at any given moment never learned or would discard this important concept. It is the cause of much of the tension between elected officials and higher education today. Thus, public boards serve an important "buffer" role, as well as a "bridge," in their service as advocates for understanding and support.

Just as the control of the military was deemed 350 years ago to be too important to be left entirely in the hands of the generals, education was deemed too important to be left entirely in the hands of governors, legislatures, faculties—or any other group with a vested interest in or likelihood of pleading its own cause.

Consequently, the American people have asked boards of trustees to exercise general supervision over all aspects of the academic enterprise, to be at the center of a system of checks and balances that permits them to delegate their *authority* but not their *responsibility* to their chief executives and administrations, faculty, students, and others, as they deem appropriate and reasonable.

Note an important distinction, however: It is not the individual board member who is given statutory or constitutional standing; rather, such power is given to the governing board as a corporate body. Board members have no authority or legal standing as individuals, whether elected or appointed. So, although this form of voluntary public service is held in high regard, and so very much is expected of individual trustees, they are entitled to no special prerogatives.

The board and the academic institution are given

wide latitude to act, even to the extent of making decisions that may not be popular with large segments of the population. The modern college or university (or system of institutions) has many more "stakeholders" than any other type of organization, and governing boards find themselves in the middle of these constituents.

Trusteeship, therefore, is a constant balancing act between:

- exercising authority and exercising restraint;
- making unilateral decisions in the boardroom and requiring or expecting consultation with appropriate contituents;
- advocating institutional needs and interests and interpreting what best serves the larger public good;
- accepting legitimate accountability to elected political leaders and guarding against inappropriate intrusion;
- being adamant about one's principles and point of view and helping to build consensus with other trustees on complex issues; and
- knowing when to lead and when to follow.

What are the governing board's responsibilities?

Ultimately, the board holds the institution it serves in trust for the public that supports and depends on a strong "system" of higher education. This principle undergirds each of these 12 primary responsibilities:

> *"It is not unreasonable to expect of regents and trustees the highest degree of experience and probity."*
>
> **J.L.Z.**

1. Setting mission and purposes.
2. Appointing the president or chancellor.
3. Supporting the chief executive.
4. Monitoring the chief executive's performance.
5. Assessing board performance.
6. Insisting on strategic planning.
7. Reviewing educational and public-service programs.
8. Ensuring adequate resources.

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"The first duty of the trustee is to understand the purpose of the institution, to determine direction, and to assist in holding a steady course."

J.L.Z.

9. Ensuring good management.
10. Preserving institutional independence.
11. Relating campus to community and community to campus.
12. Serving as a court of appeal.

1. Setting mission and purposes. Virtually all policy decisions a board ultimately makes or affirms should reflect what the institution or system of institutions is and strives to be. An articulate and compelling mission statement, in both strategic terms (the long view) and operational terms (a more immediate view), should guide everyone who has a decision-making role.

A kind of "mission mania" currently is sweeping the nation, and with good reason. The tremendous growth of public higher education inevitably causes governing boards and policy makers at all levels to reassess what colleges and universities are doing and providing, especially in a period of slow economic growth.

Although the governing board may not have unilateral authority to decide the ultimate shape of the mission statement and related statements of operational goals and objectives (and although trustees do not in any case write these statements), the board does have a pivotal role with the chief executive in determining priorities. It does so, however, through its prerogative of asking the right questions and its ability to persuade and lead—both internally, with its management team and faculty leaders, and externally, with legislators, governors, coordinating agencies, and state government officials.

The board's aim is to educate its many publics and internal constituents about the institution or the system (and each college or university within the system) in the most effective and compelling way possible. To do so, trustees and other leaders throughout the university or system must use good judgment in answering questions along these lines: What makes this university or campus distinctive among the other public institutions in the state? Whom does it serve? Why and how? Why does the university or the system deserve a significant investment of tax dollars?

This is hard work. But among the board's responsibilities, setting institutional missions and distinguishing between them in systems are especially important. The board should have a strong sense of ownership for the missions of their institution(s), even as they evolve over time and are influenced and shaped by faculty, legislation, availability of resources, or statewide coordinating boards. Institutional missions inevitably influence the board's decisions and how it addresses its various other responsibilities.

"Just as board members cannot embody all the virtues, neither can presidents."

— J.L.Z.

2. Appointing the president or chancellor. As Clark Kerr emphasized in his 1984 study of the academic presidency, *Presidents Make a Difference*, the ultimate test of a board's effectiveness is its ability to attract and keep strong, competent executive leaders. The board plays a crucial role in providing an environment that attracts top talent to the university or system. No board decision is likely to have greater impact on the institution or system—or be more political, consequential, or a greater test of the board's leadership and vision—than selecting the chief executive. This is no less true for the selection of campus leaders within systems, even though the board may not be as involved in the process.

Selecting a president today is increasingly difficult for boards—and the reasons are extensions of the same reasons presidents find it so difficult to lead or be "agents of change." The average tenure for public college and university presidents is about six years, according to AGB research. The position is becoming more political externally, leaving presidents less opportunity or time to exercise academic leadership (also political in nature) internally. That academic vice presidents and deans—traditional successors to presidents—are exhibiting increasing reluctance to aspire to the presidency is a symptom of the problem.

The lack of confidentiality in the search process, due in part to unreasonably restrictive open-meeting laws in some states, also makes presidential selection difficult.

Too many careers have been ruined when names have been revealed prematurely, and too many institutions have missed outstanding leaders because superb would-be candidates did not trust the integrity of the selection process. Here again, the board must perform a delicate balancing act between assuming a difficult and important responsibility and consulting with the many groups that have a stake in the ultimate decision. The board must not abdicate its responsibility to make the final decision (this responsibility is its least ambiguous), but it should consult widely with campus leaders.

A clear sense of the institution's assets, needs, and strategic priorities should inform the qualities and experience to be sought in a new leader. (Executive search firms often refer to this as the "presearch" phase.) Allowing adequate time for thoughtful deliberation of these matters before the search process begins helps to set the stage for consensus on the qualities and experiences of candidates the board seeks. Achieving consensus on strategic priorities also helps to make the position more attractive to potential candidates.

3. Supporting the chief executive. When a board is blessed with a leader or group of campus leaders it can look to with pride and satisfaction, its job is immensely easier. But effective leaders are increasingly difficult to find in all industries, commercial and nonprofit. Our society is extremely demanding of those in positions of authority.

Given the amount of time, money, and luck required to find an effective leader, it is helpful to think of the president or chancellor as a significant investment that should be protected. The only place a chief executive of an academic institution can look to for consistent support is the board. In the public sector, however, the relatively frequent turnover of trustees (especially of board chairs), the increasingly politicized nature of the trustee-selection process (described by Clark Kerr and Marion L. Gade in *The Guardians*), and the demands of special-interest groups that claim a

"Except for unusual situations, the president should speak for the institution."

J.L.Z.

stake in the university present special problems and opportunities.

The board has an opportunity to demonstrate its leadership by seizing and creating initiatives that these lessons from boardroom behavior have taught us:

- A chief executive's performance can be little better than that of his or her board—and vice versa.
- The leadership of the president and that of the board, while distinctive and complementary, inevitably are interdependent. In assessing the chief executive's work, the board also is assessing its own effectiveness.
- Personal style and professional competence are important to a president's success, of course, but presidents more often find themselves in difficulty because of their operating "styles" and personalities than because of their competence; boards can be more helpful when offering advice and counsel if they distinguish between style and substance.
- Both the president and the board should strive to be reasonably consistent and predictable, adhering to the dictum of "no surprises"—or at least as few as possible.
- Trustees often tend to be more critical than complimentary. Acknowledge good work and express appreciation for exceptional initiatives.
- Boards should not take an effective chief executive or his or her spouse for granted. Recognize their respective contributions, and demonstrate concern for their health and morale in tangible and intangible ways.

4. Monitoring the chief executive's performance. Monitoring the president's performance is one of the most difficult and important board responsibilities. Conducted insensitively, the result can do more harm than good. Although this is a vital board function, opinion differs widely on methods and frequency. There is, however, widespread agreement on the following general principles.

Although chief executives are public figures who are assessed by everyone with whom they associate daily, there is much to be gained from a more focused process. A distinction should be made between annual informal reviews and periodic, formal, comprehensive assessments; the latter are more difficult to do well but also bring the greatest benefits to everyone. The essential purpose of a

formal assessment process is *to enable the incumbent to strengthen his or her performance.* It should not be to determine whether to fire a president or renew a contract. Boards must take great care not to undermine the integrity of the chief executive or his or her office by inadvertently conveying to the system's or university's publics (when the process may extend beyond the board itself) anything but the clear and useful purpose of the review process.

"Although the president is the agent of the board, he or she should also be seen as an effective leader of the faculty and as a spokesperson for their concerns."

J.L.Z.

There is much to be said for the annual review thoughtfully conducted by an existing standing or ad hoc board committee. This provides the chief executive with helpful "reality checks" with the board, enables her or him to provide some of the same to the board, and helps the board to make decisions affecting compensation. Such standing board policy and practice also encourages the president and board to mutually decide and set annual goals and priorities.

With regard to more formal and comprehensive reviews and the possibility of reaching beyond the board itself for assessment, it usually is best to identify competent third-party help to bring objectivity and professionalism to this delicate task. The chief executive should have a voice in the selection of such assistance and in the details of the process itself. The assessment process is more likely to be successful if the outside consultant is requested to look at the conduct of the presidency in the context of the institution's or system's governance; that is, he or she should be free to offer recommendations that may involve the board's performance and its policies and practices. External advice can ensure a healthy process for everyone, particularly in systems where relationships may be strained between the system executive and a campus executive who is up for review.

From the point of view of the successful president or chancellor, especially if he or she has been in the position for some time, there can be distinct advantages to a formal evaluation. The opportunity for a fresh start, a "clean bill of health" with a mandate to move ahead, can be very useful to everyone. The board should consider an assess-

ment process as one way it can demonstrate its clear support for the incumbent.

Finally, if a more formal and comprehensive review of the presidency and its incumbent is conducted, for example at the five-year or seven-year mark, it is best to do so by concurrently reviewing the board's performance and focusing more on the institution's general health. The effectiveness of one surely affects the other; the fact that their working relationship largely determines the institution's health and welfare argues for such a process.

5. Assessing board performance. Boards should not ignore their responsibility to conduct a periodic assessment of their own performance.

A 1991 AGB survey revealed that only about one-third of public college and university boards had conducted a formal self-study within the preceding five years. This is not good news. If boards accept their responsibility to assess presidential performance, they also must accept the responsibility to assess their own performance. Again, the performance of the board and president are interdependent and should be reviewed in that light. Boards should set an example and overcome any natural reluctance to subject themselves to scrutiny.

It is not easy for boards to engage in serious introspection, nor are many trustees comfortable allowing a third-party into their midst, even one who can bring perspective, objectivity, and skill to the process. But boards will perform self-assessments more often when they realize (1) that excellent resources and individuals are available to assist them, (2) that they should conduct self-studies when things are going well and not during crisis, (3) that their willingness to assess their own work signals strength and not weakness, and (4) that many serendipitous benefits can accrue to the board, chief executive, and institution through such reviews.

> *"There is need for more statesmanship and less intervention in institutional affairs on the part of trustees and regents."*
>
> **~ J.L.Z.**

Many boards have found that a self-assessment process every three or four years can be productive—and even

fun. This process also is one of the most effective ways for new board members to become oriented to the work and culture of the board and for experienced members to renew their vows. Everyone wins, especially the college, university, or system.

6. Insisting on strategic planning. The conventional wisdom is still valid: Governing boards should insist on good planning, participate in the planning process, evaluate the quality of the process and its outcomes, formally adopt the results, and assume appropriate ownership of the strategic priorities and goals set in the process. All well and good, but how does a board fulfill this role?

"To attempt to know everything about the institution will be foolish, but to know too little is to be helpless."

— J.L.Z.

Boards often give more lip service than real attention to this responsibility. The board should not do the planning; it should delegate this responsibility to the chief executive, along with such leaders within the faculty, administration, and perhaps student body as the chief executive recommends. The board's role is to state clearly what it expects the planning process to address, to participate willingly in the process where appropriate, and to ask good questions along the way. By participating in the process, trustees will more fully understand and be more likely to assume ownership of the final plan's priorities and goals.

A multicampus system will approach planning very differently from the community college that has its own board. A regional university will require a different approach from that of the major research university. Similar institutions will incorporate divergent approaches and time frames based on the success and timing of their previous strategic-planning process.

Insisting on strategic planning is a significant board responsibility that is even more important in hard economic times. As boards must make difficult decisions to husband limited resources among competing demands, a good strategic plan will guide the board, chief executive, and other campus leaders toward common goals and objectives.

7. Reviewing educational and public-service programs. Teaching and public service are two nearly universal functions of public higher education. Research is a third function, but it usually is reserved for one or more of the largest or specialized institutions within each state. Until recently, conventional wisdom held that oversight of these functions was the exclusive domain of the administration and faculty. Trustees were expected to concentrate on fiscal, physical plant, and political matters. This emphasis has changed dramatically, although not without considerable ambiguity for administrators, faculty members, and trustees.

For example, approving an annual budget is one of the most significant policy decisions a board makes. Budgets support academic programs, public-service efforts, and research priorities. Therefore, how can a board exercise its fiduciary responsibilities without being reasonably knowledgeable about the relative strengths and weaknesses of programs and services? On the other hand, how can trustees know when they are imposing their judgments about matters best left to others more qualified?

For the board of a system with several constituent campuses, another consideration arises: How can busy trustees, who already volunteer their time to gather at least once or twice monthly, be expected to give more time to learn about and probe these areas?

Boards must find the middle ground to fulfill this responsibility. To micromanage in this area would be as irresponsible as ignoring it entirely. Over the course of several meetings, board members can get a good sense of the goals, objectives, strengths, and needs of each of the major academic programs and services. (System boards likely would focus on institutional missions and relevant performance indicators.) Reports of accrediting agencies or of outside experts brought in periodically at the chief executive's request also can be helpful. Comparative data from similar institutions or systems can be illuminating.

Boards should be more knowledgeable about their institutions' major programs and academic personnel matters than ordinarily is the case. Trustees should know, for example, which of the system's institutions offers the strongest and weakest programs in certain fields and why. If—miracle of miracles—the legislature suddenly bestowed a no-strings-attached increase of 25 percent over

the budget request in the annual appropriation, would you and your board have a sense of how it could be used to strengthen the academic program? With regard to public-service programs, can your colleagues respond quickly and authoritatively to this question: "How is the university working with the community in addressing some of its needs and problems?"

8. Ensuring adequate resources. What a public college, university, or system can do obviously is limited by its resources. There never is enough money.

Faculty, staff, and students expect the governing board to be respected by and influential with the state's political leaders. Again, there's a delicate balance: The board is expected to ensure maximum access to tax funds, yet it also must determine that the institution or system requests no more than is necessary to meet its obligations to the citizens. Rarely are the members of the academic community or the public pleased with the board's balancing act.

Explaining and defending budgets through the appropriations process is a challenging board responsibility. Appearing before appropriations committees of state legislatures or city or state councils can be a daunting experience for any trustee or chief executive.

It always is difficult for board members or others to assess the board's effectiveness in meeting this responsibility because many circumstances affect the outcome. These circumstances include the health of the local, state, and national economies; myriad competing needs for limited tax dollars; and the relative standing of public higher education in the minds of the general public and government leaders. But one point should prevail: The board has a duty to do its best to ensure that its institution or system is financed adequately to meet its mission and public responsibilities. There is no room for passivity in this regard and no room to rationalize failure to demonstrate good faith and diligent effort.

"Fiscal soundness is not an index of academic vitality."

J.L.Z.

Tax dollars and tuition and fees do not pay all of the bills, of course, and this bears on a fundamental

matter of philosophy: Is access to public higher education a right or a privilege? Should parents who can afford to pay more of the cost of educating their children be entitled to the same subsidization as those parents who cannot? Financing public higher education will continue to be a major public-policy issue for years to come.

In the meantime, the inevitable budget shortfalls between funding levels and expenditures must be covered by private gifts and grants from individuals, corporations, and philanthropic foundations. Since 1989, public higher education has received in the aggregate slightly more money in grants and gifts from corporations and corporate foundations than has private higher education. Business and industry now consider giving to public colleges and universities appropriate and necessary. Virtually all tax-supported institutions now have foundations to receive, account for, and spend gifts and grants.

The governing board and trustees, therefore, should set an example in private fund-raising. Typically, newly elected or appointed trustees are unaware that they should give an annual gift to the foundation or to a special program at the university. Nor are they asked to help open doors to individuals or organizations who can give. But this situation is changing—controversial though it may be among incumbent trustees. Some trustees argue that they already give unstintingly of their time and energy and even give up income by being away from their professions or businesses. Gifts and grants from alumni, corporations, and foundations, however, increasingly will provide the margin of excellence that will distinguish one university or system from another. And trustees will lead the way in securing this money.

9. Ensuring good management. Trustees must be knowledgeable about all aspects of their considerable fiduciary responsibilities if they are to influence policy decisions. In good and bad economic times, boards must monitor their institution's or system's financial condition and management, its debt financing, deferred-maintenance needs, auditing process, staffing structure, compensation policies and practices, capital construction and renovation priorities, foundation initiatives, and so forth.

In meeting its responsibility to ensure good management, the board places a great deal of trust in its chief

executive and a competent staff. And they, in turn, depend on the board for guidance, leadership, and assertive public support when tough decisions are made to balance budgets. Indeed, how a board supports management's unpopular decisions is another test of its effectiveness and reputation.

Trustees should insist that administrators demystify financial reports by providing them in more understandable formats. They also should ask for orientation and training to help them comprehend fund accounting and balance sheets. Periodically, boards should ask that outside experts be commissioned to review any management area that may benefit from independent review. They also should seek comparative data from peer institutions or systems on such matters as faculty-staff ratios and per-student costs by academic program and other categories.

"The special character of colleges and universities is found in two broad relationships: between students and teachers, and between these two and the administration. The quality of these relationships provides the best indicator of the real health of the institution."

J.L.Z.

Given the litigiousness of our society, and because universities are human-development enterprises, trustees and governing boards should also think of "management" in human-resource terms. Periodically, it is important to review and adjust grievance, risk-management, performance-review, and tenure and promotion policies and practices.

10. Preserving institutional independence. Citizen boards are a time-honored feature of U.S. higher education that reflect the nation's tradition of participatory democracy. Especially in public higher education, boards of trustees serve a vital buffer role.

Although most higher education institutions and their boards are the creatures of state legislation or occasionally of state constitutions, public universities, colleges, and systems never have had—and should not expect to have—complete autonomy from the government or elected officials. But these institutions do require inde-

pendence from unreasonable intrusion into their affairs.

The public academic institution is different from other agencies of government because of its unique mission to transmit and advance knowledge. These institutions have proved to be amazingly resilient in their ability to stay true to their mission in a democratic society, notwithstanding occasional attacks from the political left and right. They have survived the search for communists in the McCarthy era, the election of a few governors who would have transformed the university in their own image, and the pursuit of political power of some legislators who have sought line-item control over institutional budgets. But public institutions successfully have remained independent because boards of trustees have had an excellent, if not perfect, record of defending the academy when necessary. And in doing so, trustees have met their required mandate of serving the public trust.

But governing boards also must maintain the government's trust. They must protect academic freedom while respecting the responsibility of elected representatives to interpret the needs of the larger society that pays the bills and expects a reasonable return on its investment. Governing boards must earn the respect of those in political power and in special-interest groups that have a claim on the university, without allowing the university to be exploited for any purpose. Such external influences can include the alumni, business interests, wealthy donors, athletic booster clubs, and even the federal government.

Again, trusteeship is a balancing act. But a willingness to take a strong stand in defense of academic freedom and institutional independence when necessary is the mark of an effective governing board.

11. Relating campus to community and community to campus. The ills of modern society inevitably spill over to the campus; universities do not have walls. How the board manages crises with its administration and the media is yet another mark of its effectiveness.

In this regard, boards more often are "bridges" than "buffers." Trustees, in their collective and individual capacities, often are called upon to explain, defend, interpret, promote, or advocate for the institution or system. But it works the other way, too. Trustees represent

the public interest in, curiosity about, and expectations for the institution. Faculty and staff may isolate themselves from the public just as they often do from colleagues in other disciplines, schools, or departments. They need help in relating to the community, even though they do not often seek or welcome that help.

Trustees who see themselves as representatives of a specific group harm the institution or system, regardless of how or why they were selected. Such "single issue" trustees rarely earn the respect of (or effectively influence) their peers. All members of governing boards have an ethical and moral responsibility to serve all citizens of the state that financially supports the institution or system. However, female, minority, alumni, or student trustees have a responsibility, indeed a duty, to bring their special perspectives and experience to the boardroom. The difference may be subtle, but it should be clear.

The capacity of universities, colleges, and systems to resist inappropriate intrusion also enables them to effectively resist change that may be appropriate. The United States is experiencing the most profound economic, political, social, and demographic changes in memory, and boards will be severely criticized if their institutions and systems do not accommodate some dramatic new needs.

For example, the academy's record in recruiting and retaining minority students, faculty, and staff can be better. At a time when campuses should be preparing for enormous numbers of students who will need different and better teaching methods, even those who consider themselves friends of higher education have criticized the quality of undergraduate teaching, especially in large, multipurpose and research universities.

In a dramatically changing society, trustees can help meet evolving needs by keeping one eye on the past (preserving the best of the academic traditions they hold in trust) and one eye on the future (encouraging academic leaders to improve what they do best—teaching, research, and public service).

12. Serving as a court of appeal. Governing boards hold the middle ground between the judicial system and the internal due-process policies and procedures of the institution or system they serve. The board, willingly or

unwillingly, may be called upon to serve as a court of appeal on certain matters, usually involving personnel. It does so, however, only under exacting and carefully considered circumstances.

The distinction between informal and formal involvement by the board is useful. At times, the chief executive will bring a delicate personnel matter to the trustees in closed session for information or informal advice and counsel. For example, the president may seek advice about a senior officer or faculty member whose performance is causing concern. The doctrine of no surprises may necessitate such consultation if a proposed personnel action may result in litigation or involve an individual the board considers to be beyond criticism.

The board may have formal responsibility on the rare occasions when a personnel issue has run its course through due process and internal appeals, but doubt remains about whether policies and procedures were appropriately applied. Or the board may be asked to determine whether special circumstances were appropriately considered by those who have taken or propose to take a personnel action involving tenure, promotion, hiring, or firing.

Institutional policy may require the board to review certain cases, or the board may decide to do so according to its independent judgment. Some general principles can help boards to navigate the minefield of formal judgments:

- Avoid substituting the board's judgment on academic personnel matters for that of others within the institution who have more competence.
- Handle personnel matters at the lowest possible administrative level.
- When a matter is deemed appropriate for board review, limit the process to the question of whether institutional policies and procedures were met in letter and spirit. If they were not, the case should be remanded to the appropriate administrative level for reconsideration.
- Ensure that due-process and appeal policies are appropriate and fair. It is arguable whether colleges and universities should be required to have policies and procedures that meet contemporary legal

standards in the larger society, but there is much ambiguity here, and boards and trustees should help to educate those who fail to recognize the uniqueness of academic settings.

- Make explicit in institutional policy the requirements to gain access to the board's appeal function. These requirements should be extremely stringent, with access to the board ordinarily through an appropriate standing or ad-hoc committee.

Note that three of these 12 responsibilities (setting and periodically adjusting presidential compensation is another) specifically concern the chief executive, thus calling attention to the special relationship between the board and president or chancellor. Within the complex economic, political, and social environment of the academic institution, the effectiveness and performance of one depend on the other.

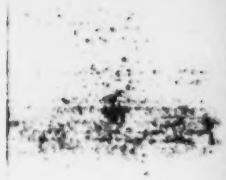
Their relationship must be built on trust, full confidence in one another, and mutual respect for one another's distinctive yet complementary responsibilities. The board and chief executive are the only two parties that can, indeed must, consider what is best for the institution as a whole. Every other constituency within or outside of the institution has a special interest of one kind or another.

"Among the more troublesome notions still afloat: A board membership is somehow a "right" to be claimed for whatever reason. Equally troublesome is the notion that membership on a board is a courtesy due to wealth, tradition, or loyalty."

J.L.Z.

It is not uncommon for special-interest constituents to try to cause the board to lose confidence in its chief executive or to encourage partisan politics among individual board members, especially when difficult choices and decisions must be made. It thus bears repeating: The governing board is the only dependable source of support a chief executive can look to; partisan politics have absolutely no place in the boardroom. Always at risk in conflict situations, ultimately, is the institution's integrity and reputation—something more important than any trustee or president, or even the board itself.

What are your responsibilities as an individual trustee or regent?



An important message in the foregoing list of 12 responsibilites is that the individual board member's responsibilities differ from, but are complementary to, those of the board. Trustees have no special authority in their individual capacities. They may have their own letterhead and business cards and even access to an office on campus, but these gestures of respect do not signal unilateral authority. Those who are elected through statewide or local elections hold no more and no fewer responsibilities than appointed trustees. All trustees are equals in the boardroom.

Boards are finding it useful to adopt formal statements of responsibility to clarify some basic expectations their members hold for one another. Although most of these expectations are obvious, others are more subtle and address some of the ambiguities surrounding the role. Basically, trustees are judged by their peers and others largely on their willingness to be team players and on knowing when to lead and when to follow in the boardroom.

Faithfully preparing for and attending meetings, being knowledgeable about the institution or system and its constituent campuses, and asking good questions in the boardroom are obvious expectations. But trustees are held to high standards. What sorts of situations should trustees avoid? To name a few: asking for special favors of the administration; making prejudiced judgments based on information from disgruntled faculty, staff, or state officials; giving even the appearance of a conflict of interest; and taking an inappropriate advocacy role for a system campus, academic department, or a favorite staff member.

> *"Perhaps the time of self-justification for trustees is drawing to a close. If so, that itself is a sign better things to come."*
>
> **J.L.Z.**

Some areas can perplex the trustee who seeks to demonstrate commitment. Here are some guidelines:

- Speaking for the board or institution ordinarily is reserved for the board chair or chief executive. Be wary of, rather than welcoming to, the ambush

interview by the local reporter. Know who is the spokesperson for the board.

- Serving the institution or system as a whole and not any one part of it is a responsibility of all trustees. Although you have every right and duty to bring your knowledge of any special group's interests to the board's discussions and to articulate personal principles to influence the judgments of others on any issue, you also have a responsibility to support the majority action, even if you disagree with it.

"If the board member should offer an opinion, it will almost certainly be accepted as official, no matter what the disclaimers."

J.L.Z.

- Seeking opportunities to inform the public about your institution or system—about the many good things it is doing and about why it deserves support—are part of the fun of trusteeship. If trustees do not inform the public about the institution or system, who will?
- Enjoying relationships with other leaders in the community and on the board through your trusteeship is rewarding, but be careful to avoid giving even the appearance of using the trusteeship for personal or political gain. College and university trusteeships should not be used as stepping-stones to political office or for personal aggrandizement of any kind. Trustees who use their position in this way demean the institution and themselves.

The most effective trustees consistently exercise good judgment but also are careful listeners. They are strong in their convictions but appreciate the value of others. They seek advice as readily as they give it. They do not shy away from making difficult decisions in the boardroom and taking their share of criticism when necessary. But in their individual capacities outside of the boardroom, they also practice the behavior so eloquently described by Philadelphia Quaker Hannah Whitall Smith: "The true secret of giving advice is, after you have honestly given it, to be perfectly indifferent whether it is taken or not, and never persist in trying to set people right." Humility has its place in the boardroom, along with conviction and leadership.

What makes the academy distinctive?

Colleges and universities possess unique purposes, structures, and traditions within a society that places a high value on freedom, unfettered pursuit of truth, and competition among organizations within a market economy. The academic institution is like no other tax-exempt or commercial enterprise. It should not be treated by elected officials as if it were simply like any other government agency. Neither should it be treated as if it were primarily a business, although it should adopt sound business practices.

Trustees and boards need to understand and respect three important values and traditions within the academy: academic freedom, institutional independence, and shared governance. These concepts sometimes are misinterpreted and abused, especially by some faculty. It ultimately is the responsibility of trustees, with the help of their chief executive, to define each value or tradition as it applies to their institution in contemporary society. Each is important and deserves respect, but deciding when, how, and on what issues each should be applied ultimately is a governing board responsibility.

Traditional academic and faculty values should be respected and considered because they undergird the largest, most diverse, and finest higher education "system" in the world. The reputation of academic institutions is primarily a reflection of the competence and reputation of their faculties. But governing boards and chief executives must continue to define and redefine the balance between delegation of authority and their joint responsibility to ensure the health and integrity of the institution as a whole.

Academic institutions are fragile because they are so vulnerable to criticism. History shows they can be resistant to attack—and to change, even when it is necessary or desirable. The governing board finds itself in the middle of all manner of pushes and pulls on the university, but ultimately it is the board that must decide what should be changed or improved and what should not. Boards, trustees, and chief executives should take the long view: What is best for our university over time?

How can setting policies be distinguished from managing?

Not very easily, but it is important to try! Many governing boards find themselves approving expenditures and taking other actions that should be reserved for management. Sometimes this is a result of poorly conceived state laws or regulations, but boards often find it easy to slide into matters concerning institutional management. Sticking to consideration of matters of longer term, strategic importance to the institution's or system's future is more challenging and difficult. But there are ways you can help to keep the board on the policy course.

First, however, it is important to distinguish between levels and types of policies. It should be remembered that the governing board is *part of* an institution's or system's governance structure. Many policies are "executive" or "operational" in nature; department heads, deans, vice presidents, and the chief executive have within their purview the responsibility to make policy decisions and to act on or within broad policies already approved by the current or predecessor governing board. In any event, most institutional policies are *brought to* the board for discussion and adoption—sometimes at the board's behest, more often by chief executive initiative. Trustees should not sit around the table and write policies.

Second, what one trustee or board in one type of institutional setting would consider "a policy matter" might be considered a decision for management elsewhere. Thus, the line between policy and management is difficult to draw and continuously must be negotiated between chief executive and board as part of the art and balancing act of good trusteeship. Usually it is best that boards hold "the middle ground." The boards of large, multicampus systems necessarily focus on system policies rather than those of individual institutions; the latter are engaged primarily by campus chief executives and the system head in concert with system-wide policies.

> *"Trusteeship, like all important undertakings, is an art to be cultivated rather than a technique to be learned."*
>
> **J.L.Z.**

You can help your board by encouraging greater use of "consent"

agendas, whereby routine matters requiring board action have been reviewed by board committees and are "bundled" for quick adoption. A series of bids that management has recommended in accordance with board-approved policies and procedures is a good example. The simple point here is that when a board finds itself bogged down with routine administrative or management concerns, it fails at what it really should be doing: focusing on issues affecting the institution's future financial and academic health. The agendas and minutes of past board meetings are revealing on this score.

What does the board typically expect of the chief executive?

A great deal, but sometimes too much. The academic presidency has become one of the most difficult positions in contemporary organizations, commercial or tax-exempt. College and university chief executives carry enormous pressures, and trustees and governing boards should be particularly concerned about how the position is evolving at their own institution. The ultimate test of a governing board's effectiveness is its ability to attract and retain competent chief executives.

Presidents and chancellors lead and manage multimillion (even multibillion) dollar enterprises that have taken on the characteristics of small cities with thousands of employees and ever-increasing numbers of special-interest groups. They need all the help they can get from their boards.

Together with the heightened responsibilites of chief executives and the growing pressures with which they must cope, boards typically hold a number of their own expectations for their presidents and chancellors. The vast majority of chief executives accept and meet these challenges.

Trustees expect their presidents and chancellors to do the following:

- Provide data and information in the right amounts, on the right matters, and in forms that are quickly comprehensible and usable. Trustees expect the chief executive to be an effective cheerleader for the institution or system, but they expect to be informed about the bad news along with the good.

- Respect the board's fiduciary and other responsibilities to hold the institution or system accountable to the general public. Trustees are, or should be, "loving critics," but their effectiveness as advocates depends in large measure on the depth of their knowledge about institutional problems, warts, and blemishes—as well as strengths and opportunities.
- Be an academic leader, adept politician, and effective fund-raiser by consulting as much as possible with constituents most affected by realities confronting the institution. Board members expect their presidents not to shy from recommending tough choices in a timely way, and they expect the president to count on trustees for support once final decisions are made.
- Accept with patience, grace, and style differences of opinion with the board's posture on important issues. This should not happen often, of course, but the board should not be made to feel it is being unsupportive if it does not accept everything the chief executive recommends.
- Avoid surprises—at least too many of them. Trustees understandably want and need to be the first to know.
- Make good use of the board's time, especially in committee and board meetings.
- Work closely with the board chair to educate and lead the board. Presidents and chancellors instinctively know that trustees and boards will rise only to the level of expectations held for them; thus, trustees look to their presidents and board chairs for leadership and motivation.

What does the chief executive typically expect of board members?

Also a great deal, also sometimes too much. Trustees face various pressures, and chief executives sometimes forget this simple fact. While most board members handle these pressures appropriately, some do not. Those who consider their role to be part "watchdog," who allow the agendas of discontented governors or legislators to infiltrate board deliberations, or who seek to spearhead personal causes can do great harm to the reputation of

the institution. Such trustees, especially those who misuse their trusteeships to fulfill political ambition, are capable of making the chief executive's life extremely difficult.

Elected officials sometimes forget that trustees are unpaid volunteers and not employees or officials of the university or state government. Trustees cannot be expected to devote full time to their oversight responsibilities. In fact, for those whose trusteeships become the most important aspect of their lives, the consequences rarely are healthy for anyone—least of all the institution.

Presidents and chancellors reasonably expect their trustees to do the following:

- Be as open and forthright with them as they expect the chief executive to be with the board. The board shares a responsibility to avoid surprises whenever possible.
- Help the board chair and chief executive to instill in all board members the important principle that *the chief executive works only for the board.* Trustees must be clear about what data and information *the board* really needs to meet its responsibilities. Individual board members never should make unilateral demands on institutional officers for information or analyses without the approval of a board committee or, depending on the circumstances, the full board itself.
- Avoid using open meetings or press interviews to posture for the media. Regardless of how trustees are selected or whether they feel a kinship with one or another constituent group, *all* trustees carry one overriding obligation: to think and act on behalf of the best interests of the institution and the board as a whole, rather than as lone rangers. As is true for the chief executive, it is one's ability to persuade, to convince, and to be compelling that earn the respect of one's peers and the board.
- Maintain confidentiality. Unilaterally providing anyone with information reserved for the board is the most egregious violation of trust. Students of trusteeship who have followed the effects of open-meeting laws in many states say they are gravely concerned about the generally adverse effects of such laws on truly reflective thinking at board meetings. These laws especially affect presidential

search processes and honest debate on issues considered to be highly "political."

- Set an example in private philanthropy. No one requires trustees—who already give many days to their trusteeship each year—to give an annual gift to the institution or to support capital campaigns. But no more effective way exists for board members to earn and maintain the respect of their peers and administrations. Giving to the best of one's ability and means signals an understanding that philanthropy provides for that margin of excellence. Others who give are motivated by trustees who set the pace.
- Aspire to be chair of the board, but don't push too hard. Just as not everyone should be a college or university chief executive, not everyone should be board chair. Many chief executives report that the process of selecting new board leaders has become very political and often adversely affects the board's effectiveness. Ideally, board chairs should be elected (or reelected) annually and serve for more than one year but probably for no more than three consecutive years. Selecting a new chair should be a dignified process removed from media voyeurism.

"Those who accept board membership should place it in rank immediately after personal and occupational demands."

J.L.Z.

What should trustees know about open-meeting laws?

Everything, because all trustees diligently must follow the requirements of these statutes in letter and spirit. At the same time, however, some of these laws are counterproductive to conscientious trusteeship; rather than encouraging good institutional governance and management, some state laws inadvertently discourage it. (Space does not permit a full elaboration of the problems with such laws, but useful literature is available on the subject of needed reforms.) The following urgings and reminders may be helpful:

- The chief executive has a sacred duty, with trustees, to

protect the institution or system from those who would misuse information to harm it. Consequently, in certain circumstances, it is not always possible to say in public meetings what needs to be said before the university and board. The same situation is true for board members. Thus, truly reflective, open, and candid exchange often is difficult.

On the other hand, open-meeting laws never should be used as an excuse to avoid asking difficult questions or, for example, to avoid scheduling a board retreat for the purpose of assessing the board's performance. (Better to do so with press present than not to do so at all.) Remember, "the way" trustees converse or ask questions in public session matters as much as the substance and relevance of their comments or queries. There is no substitute for honest and civilized exchange, provided all trustees keep in mind that the institution's reputation always is at stake. It is far better to speak to one another openly and candidly in the presence of the media, rather than to fail to communicate with one another.

"Meetings can be short yet constructive, or short and perfunctory; or long, tedious, and disruptive; or long, systematic, and regenerative. Meetings are but means to an end."

~ J.L.Z.

- Boards of trustees are neither legislative bodies nor representative entities, and they should not act as though they were. An unfortunate consequence of open-meeting laws is that they tend to contribute to such thinking on the part of the media, faculty, legislators, and some trustees. Board meetings are not public hearings. They never should become public spectacles where competing factions maneuver for attention; consultations with affected constituents are best conducted through existing or ad-hoc governance structures.

  Board meetings should not be opportunities for trustee or constituent grandstanding and speech-making. Rather, they should be dignified forums that allow the board to meet its mandate *to fulfill its*

public trust, always respectful of individuals' rights to privacy along with the public's "right to know." Many observers today believe that the board's responsibility, indeed its "right" to do its job, has lost ground to the public's right to know.

All boards need some private time to think and communicate with their chief executives and other senior officers; board committees should be immune from open-meeting laws, but they often are not. They also must be able to encourage strong candidates for a presidential vacancy without causing them concern about their present positions. Balance needs to be restored along these lines in some states, perhaps yours.

Some chief executives send letters to their trustees from time to time to help keep the board informed. It sometimes is more comfortable to do so than to discuss certain matters in open meetings. This works best, of course, when every board member respects whatever delicacy or confidentiality may be involved.

"Rare is the report of satisfaction with the typical board meeting."

J.L.Z.

How should a board accomplish its work?

Ideally, through a good committee structure. There is no perfect way to organize the board, but most of the board's work should be accomplished in committee *when the board is of sufficient size* to employ a structure of some kind. Unfortunately, many public boards are too small to do so; it is difficult to use committees with a board of eight or nine trustees, for example. In any event, the full board should determine the priorities its committees should explore, rather than the other way around.

Other principles are worth considering:

- Charter as few committees as necessary, and supply each with a clear statement of role and scope and a designated senior-staff officer to work with it.
- If all trustees traditionally are invited to attend any committee meeting they wish, the actual membership of the committee should be clear to all (placecards

and designated seats will do the trick).

- If there is an executive committee, its role and scope should be carefully articulated as board policy.
- Use ad-hoc committees to address special issues or opportunities. (They have been found to be effective and motivational.)
- Rotate committee leadership on a reasonable schedule, and periodically invite all trustees to express their interest in specific committee assignments.

"Rightly done, informal activity between meetings may be more important than anything else."

~ J.L.Z.

How should I view the practice of student and faculty trusteeship?

Probably with mixed feelings. About 40 percent of four-year single-campus and multicampus boards have at least one student with voting privileges, compared with 15 percent of public two-year community college boards. Faculty trustees with voting privileges are virtually nonexistent in community colleges; about 9 percent of four-year and multicampus boards have voting faculty.

Most trustees report that their student (and faculty) trustees are responsible, even exemplary citizens. They often bring useful insights and perspectives to the boardroom. However, such trusteeships are inconsistent with a basic principle of trusteeship. All board members, regardless of who they are or how they are selected, should be expected to adhere to the same expectations to fulfill their fiduciary and other responsibilities. They should not be selected to "represent" special interests. Once students secure voting or nonvoting trusteeships, it is inevitable that faculty will persist with their own self-interest, to be followed by others who also have a stake in the board's decisions. Recently, for example, the Kentucky legislature passed a bill that requires university *staffs* to have their "representatives" on all public boards.

Two traps are connected with the tendency of state legislatures to view boards of trustees in their own image as legislative bodies. First, complacency can accompany the presence of representative constituents on the board; for

example, the board may be tempted to feel it is "in touch" with student sentiment on issues that should concern the student body. And second, pressure inevitably will build on legislatures to continue the process of "democratization"—really, the "politicization"—of governing boards that often begins with the way trustees are chosen for appointment or nomination for election.

The bottom line is that boards and administrations should find creative ways to consult with key constituent leaders on appropriate issues and to keep them informed about the reasons for certain board decisions—beginning with the economic facts of life affecting their institution's or system's health and future. And they should seek ways to educate well-intentioned but misguided governors and legislators about the harm that will be done to colleges and universities and to the institution of voluntary citizen trusteeship if current trends to politicize boards continue.

Some final observations

Public colleges and universities are undergoing their most significant period of scrutiny since the end of World War II, when the nation made a commitment to provide greater access to higher education. Trustees find themselves amid a swirl of issues, beginning with a reexamination of whether states can or should maintain their level of commitment to subsidizing the cost of public higher education. Yet ironically, state governments are intent on regulating colleges and universities as never before.

The rest of the decade and the first years of the next century will require extraordinary board leadership in addressing issues of academic program quality, oversight and reform of federal student-aid programs, accountability, cost containment, productivity, restructuring, and challenges related to enormous shifts in the nation's demographics.

The patterns of funding public colleges and universities have changed dramatically in recent years; these institutions now depend increasingly on private sources of support and tuition. Seasoned observers are gravely concerned that the nation's commitment to wide access to higher education is waning precisely when more—and more diverse—individuals seek a college degree. Thus far, public higher education institutions have been amazingly adaptive to pressures to change, improve, and explore creative options in response to

new realities. The pressure will not cease, but trustees and their boards vigilantly must protect the independence and academic freedom that undergird the integrity of our colleges and universities.

There is little doubt that trustees will have to be more keenly aware of public-policy developments than has been necessary in past decades. In important debates yet to come, board members and their chief executives will need to articulate the effects of public-policy choices on their institutions. To shirk this responsibility will mean that those with far less understanding and appreciation for the academy's role in society will decide the fate of higher education. Trustees fulfill their responsibilities to the public when they are effective advocates for their institutions. If trustees are not advocates for the academy's needs, who will be?

The nation needs its most able and influential citizens to serve on the boards of public higher education—men and women who understand the finances of large and complex academic institutions, the political and social issues that find their way into boardrooms, and the responsibilities and duties associated with their advocacy role in behalf of the public trust. We need stronger partnerships and more trust between boards and chief executives—something that must be earned on both sides. Trustees and regents should encourage efforts for colleges and universities to regulate themselves, including efforts to reform and strengthen institutional accreditation. And we need to impress upon governors and legislators why the careful selection of truly qualified trustees is so important.

And so, AGB welcomes you to one of the most potentially rewarding, intellectually stimulating, and consequential volunteer responsibilities you could accept. And we encourage you and your board to take advantage of AGB's programs, services, and publications.

Appendix A

Sample Statements of Board Members' Responsibilities and Desirable Qualifications

In 1988, the Minnesota legislature established the Regents Candidate Advisory Council. The council's purposes are to develop criteria for the selection of regents of the University of Minnesota, prepare a description of the responsibilities and duties of regents, identify and recruit qualified candidates, and recommend at least two and not more than four candidates for each position to be filled by the legislature. This panel of 24 distinguished Minnesotans publishes a report of its work by March 15 of each odd-numbered year. (The council's address is 85 State Office Building, St. Paul, Minn. 55155.)

In its 1991 report to the legislature, the council included several exhibits: a fact sheet on the council and its policies and procedures, a statement on candidate selection, the results of a survey of legislators concerning the council's work to date, a statement on the responsibilities of individual regents, and a statement of criteria for university regents. The latter two statements are included here.

Responsibilities of Individual Regents

1. To seek to be fully informed about the university and its role in the state and in higher education, and to be responsive to the changing environments which affect it.
2. To support the mission of the university.
3. To speak one's mind at regents' meetings but to support policies and programs once established.
4. To understand that the regents' role is policy making and not involvement in administration or the management process.
5. To strengthen and sustain the president while being an active, energetic, and probing board member exercising critical judgment on policy matters.
6. To communicate promptly to the president any significant concern or complaint and then let the president deal with it.

7. To defend the autonomy and the independence of the university.
8. To maintain an overriding loyalty to the entire university rather than to any part of it or constituency within it.
9. To represent all the people of Minnesota and no particular interest, community, or constituency.
10. To help enhance the public image of the university and the board of regents.
11. To recognize that authority resides only with the board as a whole and not in its individual members.
12. To recognize that the president is the primary spokesperson for the university, and the chairman of the board is the only other person authorized to speak for the board.
13. To foster openness and trust among the board of regents, the administration, the faculty, the students, state government, and the public.
14. To maintain a decent respect for the opinions of one's colleagues and a proper restraint in criticism of colleagues and officers.
15. To recognize that no board member shall make any request or demand for actions that violate the written policies, rules, and regulations of the board or of the university.
16. To maintain the highest ethical standards and never to allow any personal conflict of interest to exist.

Qualifications Sought in University Regents

A. *Personal*

1. Integrity, with a code of personal honor and ethics above reproach.
2. Wisdom and breadth of vision.
3. Independence.
4. An inquiring mind and an ability to speak it articulately and succinctly.
5. Ability to challenge, support, and motivate university administration.
6. An orientation to the future with an appreciation of the university's heritage.
7. The capability and willingness to function as a member of a diverse group in an atmosphere of collegiality and selflessness.

8. An appreciation of the public nature of the position and the institution, including the open process of election and service.

B. *Professional/experiential*

1. Valid knowledge and experience that can bear on university problems, opportunities, and deliberations.
2. A record of accomplishments in one's own life.
3. An understanding of the board's role in governance and a proven record of contribution with the governing body of one or more appropriate organizations.

C. *Commitment*

1. Commitment to education.
2. Enthusiastic understanding and acceptance of the university's mission.
3. An understanding of the land-grant nature of the university and the higher education system in the state.
4. A willingness to commit the time and energy necessary to fulfill the responsibilities of a university regent.
5. Willingness to forego any partisan political activity while a regent that could be disruptive or harmful to the university.
6. The capability to foresee 6-12 years of constructive and productive service.
7. Overriding loyalty to the university and to the public interest, rather than to any region or constituency.

D. *Student Regent*

1. A student regent candidate will be judged by the same criteria as other regent candidates and preferably be a current student.

Appendix B

Suggested Resources

AGB provides a variety of books and other resources on virtually every topic or issue addressed in this publication. It publishes a *Trustee Resource Guide* each year that is available on request (1-800/356-6317). A few of the most helpful resources AGB has published for trustees of public higher education institutions follow:

Board and Trustee Responsibilities

Governing Public Colleges and Universities: A Handbook for Trustees, Chief Executives, and Other Campus Leaders, by Richard T. Ingram and Associates, 1993. Its 20 chapters and 471 pages address all aspects of academic trusteeship and include a separate section of helpful reference data and information with which to compare many of your board's characteristics, policies, and practices. (Published by Jossey-Bass Publishers and AGB.)

The Guardians: Boards of Trustees of American Colleges and Universities—What They Do and How Well They Do It, by Clark Kerr and Marian L. Gade, 1989. Its 233 pages constitute a report card on governing board effectiveness and conclude that, although boards of trustees are essential to the effective functioning of American higher education, they generally do not function as effectively as they can and should, and that their roles are eroding—particularly in public higher education.

Financial Responsibilities

Financial Responsibilities of Governing Boards, 1989. This 114-page guide demystifies college and university finances with helpful illustrations and understandable explanations of basic accounting concepts. It suggests ways to improve financial-report formats. (Published by AGB and the National Association of College and University Business Officers.)

Fund-Raising

Fund-Raising Leadership: A Guide for College and University Boards, by J.W. Pocock, 1989. This 151-page guide is a classic for all trustees committed to help raise money. Based on a national study of trustee participation in fund-

raising, and written and edited by a trustee who set his own personal example as a trustee of his alma mater, it is an inspirational and practical resource on the subject.

Trustee Selection

"Policies for Improving Trustee Selection in the Public Sector," by Patrick M. Callan and Dean A. Honetschlager, 1992. This 15-page paper stresses the need to improve the processes by which trustees can be selected, highlighting the experience of the Minnesota model, whereby the legislature enacted the establishment of a panel of citizens to screen and recruit regent candidates for appointment to the University of Minnesota Board of Regents. It reports the highlights of a seminar on the issues and offers advice for reform.

Trustee Orientation

The Fundamentals of Trusteeship is a basic "tool kit" for public higher education trustees and regents. It consists of a videotape, audiotape, and leader's guide to help design a comprehensive orientation program.

The External Environment

Trustees & Troubled Times in Higher Education, by the AGB Higher Education Issues Panel, 1992. This 32-page report discusses emerging social, political, economic, and demographic trends likely to affect higher education in the next 25 years. It cites six questions that will affect the strategic course of academic institutions, with implications for the responsibilities of governing boards and chief executives. This paper has been one of the most widely read and quoted reports in higher education.

The Academic Presidency

Presidents Make a Difference, by the Commission on Strengthening Presidential Leadership, chaired by Clark Kerr, 1984. This 161-page report offers specific recommendations to strengthen the leadership of academic chief executives and board-president relationships.

The Many Lives of Academic Presidents, by Clark Kerr and Marian Gade, 1986. A sequel to *Presidents Make a Difference*, this volume reveals the intimate nature of the presidency and how the men and women in the position cope with conflict from all sources. It presents a wealth of informa-

tion, anecdotes, and advice based on nearly three years of interviews with presidents, chancellors, and trustees.

Public Roles, Private Lives: The Representational Role of College and University Presidents, by Roberta H. Ostar, 1991. This 71-page report focuses on the sometimes forgotten and unappreciated responsibilities of chief executives that extend to their spouses and families. It recommends a variety of possible responses by governing boards.

Presidential Search: A Guide to the Process of Selecting and Appointing College and University Presidents, by Charles B. Neff and Barbara Leondar, 1992. The bible in its field, this 136-page book covers all aspects of the search process and should be read by everyone connected with it. Its principles are easily adapted to a wide variety of institutional settings and circumstances.

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Appendix C

AGB Programs and Services

The association offers a variety of custom-designed programs and services. In addition to the annual AGB National Conference on Trusteeship each spring, it hosts workshops, seminars, and institutes for board chairs and presidents around the country. These special programs and services are described in a *Guide to On-Campus Programs*, which is available to members on request (1-800/356-6317) and are briefly described here.

Board Education Services: A flexible, individually tailored program can vary from a few hours to two days as part of regularly scheduled meetings or separate board retreats. Topics and formats will vary to meet member requirements.

Board-Mentor Workshop: Established in 1977, this popular and successful program has been conducted at more than 500 member institutions. It helps member boards and chief executives to clarify the board's responsibilities, review the board's perceptions of its effectiveness with the help of a written survey of its members, and strengthen board-chief executive relationships. AGB requires a commitment of at least eight hours of meeting time, preferably split been two successive days in a retreat-like setting.

Fund-Raising Workshop: With the help of a survey of trustees prior to the event, this program is designed to strengthen the board's commitment to fund-raising. At least six hours of meeting time is required.

Presidential Search Workshop: For member boards or their search committees, this six-to-eight hour program is designed to cover all aspects of planning a successful search process. Whether or not the services of an executive search firm will be used, this program will highlight the various strategies that have proved successful at institutions with similar missions and characteristics.

Presidential and Board Assessment Service: Based on the conviction that presidential and board effectiveness are intimately linked, and AGB's long experience with board assessment through its Board-Mentor Workshops, this service enables member boards and chief executives to design an appropriate and comprehensive process that

respects the integrity of all parties. A team of two individuals, usually a former chief executive and a trustee, then conduct a series of interviews with appropriate individuals and prepare a written (or oral) report with recommendations for the board and chief executive.

Academic Restructuring Roundtable: This service brings to governing boards the successful experience of the Pew Higher Education Roundtable. Trustees, the chief executive, key administrators, and others participate in a facilitated roundtable on issues of academic restructuring to ensure the best possible strategic position for the institution or system.

Appendix D

About the Association of Governing Boards of Universities and Colleges

The Association of Governing Boards of Universities and Colleges was founded in 1921 as the Association of State Universities and Allied Institutions. AGB's membership initially was open only to boards of public institutions. It was a largely fraternal affiliation of board members who took turns providing voluntary leadership.

In the 1960s, several important changes took place in the association. AGB was incorporated and moved its headquarters from Colorado to Washington, D.C.; the first salaried staff were appointed; independent institutions and public community colleges were admitted to membership; and the association shifted its focus from an organization of trustees toward an organization for trustees. College and university presidents and chancellors were considered members along with their boards.

AGB's development as an educational resource for boards and their members gathered momentum in the 1970s with a landmark grant from the Lilly Endowment. The grant enabled AGB to establish a Board-Mentor program; to conduct studies on the board's role in such areas as finance, budgeting, and fund-raising; and to conduct the first survey of the composition and characteristics of governing boards. AGB also added several new programs and services.

Special initiatives of the 1980s included institutes for board chairs and presidents and the National Center for Nonprofit Boards—now an independent organization for nonprofit boards outside higher education. In addition to a bimonthly magazine and a bimonthly newsletter, AGB's other publications and resources grew to more than 100 titles. The association also was instrumental in helping to create a new liability insurance facility, United Educators Insurance Risk Retention Group, Inc., a mutual insurance company now with more than $35 million in annual premium volume.

The 1990s began with a major strategic-planning process involving board, staff, and several hundred members. Their work resulted in a multiyear plan for AGB's growth and development. Important initiatives included

the AGB Higher Education Issues Panel, which published the influential *Trustees & Troubled Times in Higher Education*; programs to strengthen the selection of trustees for public institutions; the Robert L. Gale Fund for the Study of Trusteeship; and cooperative efforts with other organizations to ensure integrity in intercollegiate athletics including the President's Commission with the National Collegiate Athletic Association.

AGB also established as high priorities the need to help members think and act more strategically and to be more aware of significant public-policy issues.

In the 1990s, AGB also launched *Trusteeship* magazine; a three-year strategic-policy initiative funded by the Robert W. Woodruff Foundation that involves research, special symposia, and a publication, *Priorities*, on key emerging strategic issues; programming designed to meet the specific needs of AGB members in the public and private sectors of higher education; and several new on-campus services, including a Board and Presidential Assessment Service and a Presidential Search Workshop Service.

To fund many of its programs, AGB receives philanthropic support from leading U.S. foundations, corporations, and individuals.

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